

United States Bankruptcy Court Southern District of New York					Voluntary Petition						
Name of Debtor (if individual, enter Last, First, Middle): MGM Holdings Inc.					Name of Joint Debtor (Spouse) (Last, First, Middle):						
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):						
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 56-2500545					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):						
Street Address of Debtor (No. and Street, City, and State): 10250 Constellation Blvd. Los Angeles, CA ZIP CODE 90067					Street Address of Joint Debtor (No. and Street, City, and State): ZIP CODE						
County of Residence or of the Principal Place of Business: Los Angeles County					County of Residence or of the Principal Place of Business:						
Mailing Address of Debtor (if different from street address): ZIP CODE					Mailing Address of Joint Debtor (if different from street address): ZIP CODE						
Location of Principal Assets of Business Debtor (if different from street address above): ZIP CODE											
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) _____		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Entertainment Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).			Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as “incurred by an individual primarily for a personal, family, or house- hold purpose.” <input checked="" type="checkbox"/> Debts are primarily business debts.						
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court’s consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court’s consideration. See Official Form 3B.					Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor’s aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. ----- Check all applicable boxes: <input checked="" type="checkbox"/> A plan is being filed with this petition. <input checked="" type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).						
Statistical/Administrative Information (statistical information provided on a consolidated basis) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.										THIS SPACE IS FOR COURT USE ONLY	
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input checked="" type="checkbox"/> Over 100,000											
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion											
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion											

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): MGM Holdings Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See attached Annex 1	Case Number:	Date Filed:	
District: Southern District of New York	Relationship:	Judge:	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
<div style="text-align: right;">_____</div> (Name of landlord that obtained judgment)			
<div style="text-align: right;">_____</div> (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition

(This page must be completed and filed in every case.)

Name of Debtor(s):

MGM Holdings Inc.

Signatures**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X /s/ Jay M. Goffman

Signature of Attorney for Debtor(s)

Jay M. Goffman

Printed Name of Attorney for Debtor(s)

Skadden, Arps, Slate, Meagher & Flom LLP

Firm Name

Four Times Square

Address

New York, New York 10036

(212) 735-3000

Telephone Number

11/2/2010

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Stephen F. Cooper

Signature of Authorized Individual

Stephen F. Cooper

Printed Name of Authorized Individual

Member of the Office of the CEO

Title of Authorized Individual

11/2/2010

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Annex 1
SCHEDULE OF DEBTORS

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code. Substantially contemporaneously with the filing of these petitions, these entities filed a motion requesting that their respective chapter 11 cases be jointly administered for procedural purposes only.

DEBTOR (Other names used by the Debtor)	TAX ID NO
Aidart Distributors Corp.	13-6135491
Aidart Pictures, Inc.	13-6135384
Albino Alligator Productions, Inc.	95-4533875
Alpha Library Company, Inc.	95-4590796
Altar Productions, Inc.	95-3928257
American International Pictures, Inc.	95-3898645
Ameriglad Holdings LLC	39-2070618
Backlot Productions Inc.	95-4860998
Band Films, Inc.	95-3879273
Beginning To Roar Inc.	95-4662104
Beta Library Company, Inc.	95-4630381
Beverly Hills Ninja Productions, Inc.	95-4548625
Brighton Productions, Inc.	95-3312978
Candantino Music, Inc.	52-1602101
Canzone Music, Inc.	13-2624793
Carcassonne Productions Inc.	56-2334777
Charles Band Films, Inc.	95-3948813
Cosmic Title Corp.	95-4624439
Days Picture Corporation	13-6135419
Dayton Film Productions, Inc.	95-3408062
Delta Library Company, Inc.	95-4550364
Delta Library Holdings, Inc.	95-4550362
Domestic Library Acquisition, LLC	95-4823504
Donna Music Publications	95-6080697
El Paso Films LLC	No EIN Applicable
Empire Entertainment, Inc.	95-3979268
Epic Pictures Enterprises, Inc.	95-4158563
Epsilon Library Company, Inc.	95-4595687
F.P. Productions	95-2041603
Famous Artists Agency, Inc.	95-0729360
Famous Artists Productions, Inc.	95-1906073

First Walnut Inc.	95-4671828
Flipper Productions, Inc.	95-1782000
Foreign Library Acquisition LLC	95-4823506
G-2 Entertainment Company	95-4438510
G26 Company	95-4704218
Gamma Library Company, Inc.	95-4613426
Ghoulies Productions, Inc.	95-3887449
Grand Talk Inc.	95-4640421
Heritage Entertainment, Inc.	95-4053860
Ivan Tors Music, Inc.	95-2511516
JH Productions Inc.	95-2496446
Lambda Library Company, Inc.	95-4617880
Lexyn Productions, Inc.	95-3929055
Lion Independent Television Inc.	95-4032675
Lopert Pictures Corporation	13-1923659
Maple Street Entertainment Inc.	95-4431927
Massachusetts Productions LLC	94-3469889
MCEG Sterling Computer Services	95-4140553
MCEG Sterling Development	95-4126070
MCEG Sterling Entertainment	95-2214871
MCEG Sterling Productions	95-4180219
Media Resources Credit Corporation	13-3528381
Metro Pictures Corporation of America	95-3993708
Metro-Goldwyn-Mayer Animation Inc.	13-1828183
Metro-Goldwyn-Mayer Distribution Co.	95-4486465
Metro-Goldwyn-Mayer Home Entertainment LLC	57-1148596
Metro-Goldwyn-Mayer Inc.	95-4605850
Metro-Goldwyn-Mayer India, Ltd.	13-6067411
Metro-Goldwyn-Mayer Interactive Productions Inc.	95-4624446
Metro-Goldwyn-Mayer Lion Corp.	95-4069019
Metro-Goldwyn-Mayer Motion Picture Co.	13-6067407
Metro-Goldwyn-Mayer Music Inc.	95-4599144
Metro-Goldwyn-Mayer of China, Inc.	13-6067416
Metro-Goldwyn-Mayer Online Inc.	95-4599142
Metro-Goldwyn-Mayer Overseas Inc.	95-4553054
Metro-Goldwyn-Mayer Pictures Inc.	95-4158381
Metro-Goldwyn-Mayer Studios Inc.	95-4452285
MGM and UA Services Company	95-4504664
MGM Development Inc.	13-1896288
MGM Digital Development Inc.	82-0538570
MGM Direct Inc.	95-4755519
MGM Domestic Digital Media Inc.	38-3745458
MGM Domestic Networks LLC	37-1553966
MGM Domestic Television Distribution LLC	95-4667114
MGM Domestic TV Networks LLC	80-0195553

MGM Franchise Film Co. LLC	36-4641196
MGM Global Holdings Inc.	95-4640420
MGM HD Productions LLC	37-1553969
MGM Holdings Inc.	56-2500545
MGM Holdings II Inc.	56-2500553
MGM Home Entertainment Distribution Corp.	95-4704219
MGM Interactive Inc.	95-4599140
MGM International Digital Media Inc.	32-0185923
MGM International Television Distribution Inc.	95-4599146
MGM LAPTV LLC	57-1148600
MGM Lion Prints LLC	90-0111624
MGM ME Inc.	95-4845950
MGM Middle East Co.	95-4827252
MGM Networks Inc.	95-4599139
MGM Networks U.S. Inc.	02-0615668
MGM NMOC LLC	No EIN Applicable
MGM North America Holdings Inc.	95-4798180
MGM On Demand Inc.	95-4877733
MGM Super Productions Inc.	95-4645760
MGM Television Australia Inc.	95-4566697
MGM Television Entertainment Inc.	95-4495886
MGM/UA, Inc.	95-4114327
Midnight Blue Productions, Inc.	95-4550624
Musicways, Inc.	95-2980079
NSNA Co.	95-4708219
Omega Library Company, Inc.	13-4051773
OPC Music Publishing, Inc.	95-2581750
Orion Film Classics Company	95-3441269
Orion Home Entertainment Corporation	22-2683277
Orion Music Publishing, Inc.	95-2980080
Orion Pictures Corporation	95-4556565
Orion Pictures Distribution Corporation	95-3304776
Orion Pictures Library Acquisition Co., Inc.	95-4717564
Orion Productions Company	95-4474270
Orion TV Productions, Inc.	13-1845120
P & F Acquisition Corp.	95-4671825
Panther & Pals LLC	39-2070615
Partnership Picture Corp.	13-6135506
Pathe Entertainment Moviesongs, Inc.	95-4311605
Pathe Entertainment Music, Inc.	95-4286954
Pathe Films Inc.	13-2986269
Pathe Releasing Corp.	95-4016244
Pathe TS, Inc.	95-4059724
PFE Library Acquisition Company, Inc.	95-4667397
Purple Photoplays, Inc.	13-6135516

Red Corner Production Inc.	95-4566696
Sarafilms Productions Inc.	73-1688750
She Spies Inc.	82-0538571
Sigma Library Company, Inc.	95-4544038
Singles Productions, Inc.	95-4132051
Tangled Web Productions Inc.	95-4612384
Taryn Productions, Inc.	95-4029289
The Azimuth Company, Inc.	95-1954392
The Mirisch Corporation of Delaware	95-2217975
The War At Home Productions, Inc.	95-4545415
THIS Network LLC	32-0257547
Three P Holdings LLC	39-2070611
Three Pictures Corporation	94-1712157
Time Production Inc.	32-0015217
Turbo Productions Inc.	95-4890066
U.A. of Brazil, Inc.	13-1861300
U/A Music, Inc.	95-3896686
United Artists China, Inc.	13-1690539
United Artists Corporation	95-4080805
United Artists Corporation of Egypt	13-6117113
United Artists Corporation of Puerto Rico	13-6117082
United Artists Europa, Inc.	13-2668608
United Artists Films (Mr. Accident) Inc.	95-4705814
United Artists Films Company	95-4140289
United Artists Films Inc.	95-4669459
United Artists Music (Belgium), Inc.	13-2920328
United Artists Music Inc.	95-4861000
United Artists Overseas, Inc.	13-6119153
United Artists Pictures Inc.	13-1424060
United Artists Productions Inc.	95-4566698
United Artists Records Inc.	95-4861002
United Artists Television Corp.	13-1686624
United Lion Music, Inc.	95-3896688
Ventura/Gloria Films Inc.	95-4781258
Virgin Vision, Inc.	95-4035628
Wargames II Productions Inc.	95-4827250
Webspinner Inc.	95-4624449
Wizard Video, Inc.	95-3585047
Zeta Library Company, Inc.	13-4009714

MGM HOLDINGS INC.

Secretary's Certificate

The undersigned, being the Secretary of MGM Holdings Inc., a Delaware corporation (the "Company"), does hereby certify as follows:

Attached hereto as Annex A is a true, correct, and complete copy of resolutions duly adopted by the board of directors (the "Board") of the Company on October 31, 2010 (the "Resolutions"), and such Resolutions have not been modified or rescinded and are in full force and effect.

IN WITNESS WHEREOF, the undersigned, has executed and caused this certificate to be delivered as of October 31, 2010.

MGM HOLDINGS INC.

By: /s/ Scott Packman
Name: Scott Packman
Title: Executive Vice President,
General Counsel and Secretary

ANNEX A

**RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
MGM HOLDINGS INC.**

RESOLVED, that in the judgment of the Board it is desirable and in the best interests of the Company, its creditors, stakeholders and other interested parties, that a petition be filed by the Company seeking relief under the provisions of Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and it is further

RESOLVED, that the filing by this Company for relief under Chapter 11 of the Bankruptcy Code is hereby authorized and approved; and it is further

RESOLVED, that any officer of the Company (each an "Authorized Officer") is hereby authorized and directed on behalf of, and in the name of, the Company to execute and verify or certify a petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") at such time as said officers executing the same shall determine and in such form or forms as such Authorized Officer may approve; and it is further

RESOLVED, that any Authorized Officer is hereby authorized on behalf of, and in the name of, the Company to execute any and all plans of reorganization under Chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed in the Bankruptcy Court at such time as said Authorized Officer executing the same shall determine; and it is further

RESOLVED, that any Authorized Officer is authorized to execute and file any and all petitions, schedules, motions, lists, applications, pleadings, reports and other papers, and to take any and all such other and further actions which the Authorized Officer or the Company's legal counsel may deem necessary or appropriate to file the voluntary petition for relief under Chapter 11, and to take any and perform any and all further acts and deeds which they deem necessary, proper, and desirable in connection with the Chapter 11 case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, and its affiliated law practice entities be, and hereby are, employed under a general retainer to render legal services to, and to represent, the Company in connection with the Chapter 11 case and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that the law firm of Klee, Tuchin, Bogdanoff & Stern LLP be, and hereby is, employed under a general retainer to render legal services to, and to represent, the Company in connection with the Chapter 11 case and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that the firm of Moelis & Company be, and hereby is, employed as financial advisor for the Company in connection with the Chapter 11 case, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that any Authorized Officer is hereby authorized on behalf of, and in the name of, the Company to continue to employ CAIR Management, LLC, Stephen F. Cooper, and Zolfo Cooper Management, LLC under the existing Services Agreement dated August 12, 2009, as amended; and it is further

RESOLVED, that any Authorized Officer is hereby authorized and empowered to employ and retain any other professionals necessary or desirable to assist or represent the Company in connection with the Chapter 11 case, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that any Authorized Officer is authorized and directed on behalf of the Company to take such actions and to make, sign, execute, acknowledge and deliver (and record in a relevant office of the county clerk, if necessary) any and all agreements (including exhibits thereto), including any and all affidavits, orders, directions, certificates, requests, receipts, financing statements or other instruments as may reasonably be required to give effect to the foregoing Resolutions, and to fully perform the terms and provisions thereof; and it is further

RESOLVED, that to the extent that any of the actions authorized by any of the foregoing Resolutions have been taken by the Authorized Officers on behalf of the Company such actions are hereby ratified and confirmed in their entirety.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
:
In re: : Chapter 11
:
MGM HOLDINGS INC., : Case No. 10-
:
:
Debtor. : (Motion for Joint Administration Pending)¹
:
----- X

CONSOLIDATED LIST OF CREDITORS
HOLDING 50 LARGEST UNSECURED CLAIMS

This list contains creditors holding the fifty (50) largest unsecured claims against the above-captioned debtor and certain of its affiliates that have commenced chapter 11 cases in this Court (collectively, the "Debtors") as of approximately October 31, 2010. This list has been prepared on a consolidated basis, based upon the books and records of the Debtors. The information presented in the list shall not constitute any admission by, nor is it binding on, the Debtors.

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include persons who come within the definition of "insider" set forth in 11 U.S.C. § 101. In addition, this list does not include any secured creditors where the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the fifty (50) largest unsecured claims.

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>

¹ The Debtors have filed a motion requesting that the Debtors' respective chapter 11 cases be jointly administered for procedural purposes only under the bankruptcy case of Metro-Goldwyn-Mayer Studios Inc., et al.

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>
1. NBC Universal 100 Universal City Plaza Building 1440, 31st Floor Universal City, CA 91608	Andrea Melville, Esq. EVP Business & Legal Affairs andrea.melville@nbc uni.com (818) 866-5616 100 Universal City Plaza Building 1440, 31st Floor Universal City, CA 91608	Contract		\$34.6 million
2. Showtime Networks, Inc. 1633 Broadway, 16th Floor New York , NY 10019	Kent Sevenser kent.sevenser@showti me.net (212)708-1391 1633 Broadway, 16th Floor New York, NY 10019	Advances	Contingent	\$25.5 million
3. Rainbow Media Holdings 11 Penn Plaza 15th Floor New York, NY 10001	Jamie Gallagher, EVP and General Counsel jgallagher@rainbow- media.com (646) 273-3789 11 Penn Plaza 15th Floor New York, NY 10001	Advances	Contingent	\$ 22.9 million
4. Activision 3100 Ocean Park Blvd. Santa Monica, CA 90405	Gregory Deutsch Gdeutsch@activision .com (310) 255-2152 3100 Ocean Park Blvd. Santa Monica, CA 90405	Advances	Contingent	\$ 19.0 million

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>
5. Deluxe Laboratories, Inc. 1377 North Serrano Ave Hollywood, CA 90027	Scott Ehrlich Scott.Ehrlich@BYD ELUXE.COM (323) 389-0506 1377 North Serrano Ave Hollywood, CA 90027	Advances	Contingent	\$ 14.1 million
6. Turner Entertainment Networks 1050 Techwood Drive, NW 4th Floor Atlanta, GA 30318	Tiffany Golden Tiffany.Golden@turn er.com (404) 885-2414 1050 Techwood Drive, NW 4th Floor Atlanta, GA 30318	Advances	Contingent	\$ 9.6 million
7. Starz Entertainment LLC 8900 Liberty Circle Englewood, CO 80111	Michael Roberts Michael.Roberts@sta rz.com (720) 852-6307 8900 Liberty Circle Englewood, CO 80111	Advances	Contingent	\$ 9.1 million
8. Sonopress (Arvato Digital Services) Carl Bertelsmann Str 161F P.O. Box 505 Gutersloh 33311 Germany	Dr. Hermann Heemeyer +49 524 1735 43 Carl Bertelsmann Str 161F P.O. Box 505 Gutersloh 33311 Germany	Contract		\$ 7.3 million

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>
9. Motion Picture Industry Plan (IATSE)	David Wescoe dwescoe@mpiphp.org (818) 769-1793 P.O. Box 1999 Studio City, CA 91614-1999	Contract		\$ 6.2 million
10. Columbia House 28 East 28th Street 8th Floor New York , NY 10016	Cliffton B. Knight, Jr. Clif.Knight@bertelsmann.com (212)930-4755 28 East 28th Street 8th Floor New York, NY 10016	Advances	Contingent	\$ 4.6 million
11. Screen Actors Guild 5757 Wilshire Blvd. Los Angeles, CA 90036-3600	David White dwhite@sag.org (323) 549-6605 5757 Wilshire Blvd. Los Angeles, CA 90036-3600	Contract		\$ 4.6 million
12. Owens Corning 2790 Columbus Road Route 16 Granville, OH 43023	James Dottavio james.j.dottavio@owenscorning.com (740) 321-4475 2790 Columbus Road Route 16 Granville, OH 43023	Advances	Contingent	\$ 4.6 million

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>
13. Danjaq, LLC 2400 Broadway St., Ste. 310 Santa Monica, CA 90404	Debbie Arvesen debbie.arvesen@danjaq.com (310) 449-3189 2400 Broadway St., Ste. 310 Santa Monica, CA 90404	Contract		\$ 4.3 million
14. USA Networks 30 Rockefeller Plaza 21st Floor New York , NY 10112	Russell Friedman Russell.friedman@nbcuni.com (212) 790-3357 30 Rockefeller Plaza 21st Floor New York, NY 10112	Advances	Contingent	\$ 3.5 million
15. Epix 1515 Broadway - 43rd Floor New York , NY 10036	Keith Eckert keckert@epixhd.com (212) 846-2194 1515 Broadway - 43rd Floor New York, NY 10036	Advances	Contingent	\$ 3.5 million
16. Tele-Muenchen Fernseh Kaufingerstrasse 24 Munich D-80331 Germany	Bernd Kollmitzer kollmitzer@tmg.de +49 89 290 93 149 Kaufingerstrasse 24 Munich D-80331 Germany	Advances	Contingent	\$ 3.1 million

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>
17. SyFy Network USA Network 30 Rockefeller Plaza, 18th floor New York , NY 10112	Chris Weil Christopher.Weil@nbcuni.com (212) 703-8501 USA Network 30 Rockefeller Plaza, 18th floor New York, NY 10112	Contract		\$ 2.6 million
18. Alberto Grimaldi Productions S.A. 53 Emleys Hill Road Cream Ridge, NJ 08514	Ronald S. Taft, Esq. ronalddaftpc@verizon.net (609) 758-8831 53 Emleys Hill Road Cream Ridge, NJ 08514	Contract		\$ 2.2 million
19. Comedy Central (MTV Networks) 345 Hudson St. 9th Floor New York , NY 10014	Meghan Conway meghan.conway@comedycentral.com (212) 767-4284 345 Hudson St. 9th Floor New York, NY 10014	Advances	Contingent	\$ 2.1 million
20. Writers Guild of America 7000 West Third Street Los Angeles, CA 90048-4329	David Young dyoung@wga.org (323) 782-4801 7000 West Third Street Los Angeles, CA 90048-4329	Contract		\$ 2.0 million

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>
21. Spike TV (MTV Networks) 345 Hudson St. 7th Floor New York , NY 10014	Aleena Maher Aleena.Maher@spike tv.com 201 766-7076 345 Hudson St. 7th Floor New York, NY 10014	Advances	Contingent	\$ 2.0 million
22. Directors Guild of America 7920 Sunset Boulevard Los Angeles, CA 90046	Jay Roth jdroth@dga.org (310) 289-2029 7920 Sunset Boulevard Los Angeles, CA 90046	Contract		\$ 2.0 million
23. Chartoff-Winkler Productions 11812 San Vicente Blvd, Ste.200 Los Angeles, CA 90049	Matthew Fishburn matt@brentwoodmg mt.com (310) 820-5354 c/o Brentwood Management Group 11812 San Vicente Blvd, Ste.200 Los Angeles, CA 90049	Contract		\$ 1.9 million
24. NRJ 12 46-50 Avenue Theophile Gautier Paris, France 75016	Damien Masson dmasson@nrj.fr +33 (0)14 071 3492 46-50 Avenue Theophile Gautier Paris, France 75016	Advances	Contingent	\$ 1.9 million

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>
25. Rogue Marble Productions of Florida, Inc. c/o Boulevard Management 21731 Ventura Blvd. Ste. 300 Woodland Hills, CA 91364	Gina De Maria shannon@blvdmgmt.com (818) 592-6363 c/o Boulevard Management 21731 Ventura Blvd. Ste. 300 Woodland Hills, CA 91364	Contract		\$ 1.5 million
26. MBC FZ LLC Dubai Media City P.O. Box 72627 Dubai	Carlie Goode carlie.goode@mbc.net 971 4 391 8195 Dubai Media City P.O. Box 72627 Dubai	Advances	Contingent	\$1.4 million
27. Deluxe Digital Media Management Inc. 200 South Flower Street Burbank, CA 91502	Gray Ainsworth Gray.Ainsworth@bydeluxe.com (818) 525-2137 200 South Flower Street Burbank, CA 91502	Contract		\$1.3 million
28. Disney Channel 3800 W. Alameda Avenue Suite 532B Burbank, CA 91505	Vince Charles Vince.Charles@disney.com (818) 569-4832 3800 W. Alameda Avenue Suite 532B Burbank, CA 91505	Advances	Contingent	\$1.2 million

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>
29. Ricky Dean, Inc. f/s/o Richard Dean Anderson c/o ICM 10250 Constellation Blvd Los Angeles, CA 90067	Leigh Brillstein lbrillstein@icmtalent.com (310) 228-6891 c/o ICM 10250 Constellation Blvd Los Angeles, CA 90067	Contract		\$1.2 million
30. McLaughlin & Stern, LLP 260 Madison Avenue New York, NY 10016	Alvin Deutsch adeutsch@mclaughlinstern.com (212) 448-0066 260 Madison Avenue New York, NY 10016	Contract		1.2 million
31. ABC Family 3800 West Alameda Ave MC #536 Burbank, CA 91505	Beverly Luevano Beverly.Luevano@disney.com (818) 563-4096 3800 West Alameda Ave MC #536 Burbank, CA 91505	Advances	Contingent	\$1 million
32. ProSiebenSat.1 Media AG Medienallee 7 Unterfohring Germany, 85774	Ruediger Boess ruediger.boess@prosiebensat1.de +49 899 5071 899 Medienallee 7 Unterfohring Germany, 85774	Advances	Contingent	\$1 million

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>
33. Netflix, Inc. 345 North Maple Drive, Suite 300 Beverly Hills, CA 90210	Cindy Holland cholland@netflix.com (310) 734-2999 345 North Maple Drive, Suite 300 Beverly Hills, CA 90210	Advances	Contingent	\$1 million
34. Pacific Western Productions, Inc. c/o Valhalla Motion Pictures 3201 Cahuenga Blvd. West Los Angeles, CA 90068	Gale Anne Hurd (323) 850-3041 c/o Valhalla Motion Pictures 3201 Cahuenga Blvd. West Los Angeles, CA 90068	Contract		\$1 million
35. MTV OY Ilmalantori 2c Helsinki, Finland	Jani Hartikainen Jani.Hartikainen@mtv3.fi +358 10 300 5484 Ilmalantori 2c Helsinki, Finland	Advances	Contingent	\$1 million
36. MTV Networks 1515 Broadway 42nd Floor New York, NY 10036	Joshua Vodnoy joshua.vodnoy@mtvstaff.com (212) 846-1849 1515 Broadway 42nd Floor New York, NY 10036	Advances	Contingent	\$1 million
37. TV2/Danmark Rugaardsvej 25 Odense C Denmark DK-5100	Birgit Rasmussen biuh@tv2.dk +45 65 211 499 Rugaardsvej 25 Odense C Denmark DK-5100	Advances	Contingent	\$1 million

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>
38. Telecine Programacao de Filmes Av. das Américas, 1650 Bloco 05 Sala T 09 A Rio De Janeiro RJ Brazil 22640-101	Felipe Mendlowicz Prado mprado@telecine.com.br 55 21 21458295 Av. das Américas, 1650 Bloco 05 Sala T 09 A Rio De Janeiro RJ Brazil 22640-101	Advances	Contingent	\$1 million
39. Home Box Office 1100 Avenue of the Americas New York, NY 10036-6737	Agnes Letterese Agnes.Letterese@hbo.com (212) 364-4084 1100 Avenue of the Americas New York, NY 10036-6737	Advances	Contingent	\$0.9 million
40. Comarex S.A. de C.V. Bosques De Duraznos No. 69-905 Col. Bosques De Las Lomas D.F. CP 11700	Agustin Chanona achanona@tvazteca.com.mx 52 55 5251-1409 (press 514 during recorded message to send fax) Bosques De Duraznos No. 69-905 Col. Bosques De Las Lomas D.F. CP 11700	Advances	Contingent	\$0.9 million
41. Acme Writing Co. Ltd. f/s/o Brad Wright c/o The Rothman Brecher Agency 9250 Wilshire Blvd, Penthouse Beverly Hills, CA 90212	Robb Rothman rrothman@rothmanbrecher.com (310) 247-9888 c/o The Rothman Brecher Agency 9250 Wilshire Blvd, Penthouse Beverly Hills, CA 90212	Contract		\$0.9 million

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>
42. ITV Network Limited 200 Gray's Inn Road London WC1X 8HF	Jonathan Vandermeer jonathan.vandermeer@itv.com +44 20 7843 8158 200 Gray's Inn Road London WC1X 8HF	Advances	Contingent	\$0.9 million
43. F.O.R.T.A. Goya 22-4 Madrid, Spain 28001	Carmen Marin Arias cmarin@forta.es +34 915 765 300 Goya 22-4 Madrid, Spain 28001	Advances	Contingent	\$0.9 million
44. Leopolis TV LTD. Island of Nevis P.O. Box 556 Charlestown	Maria Tishkova tishkova@leopolis.ru 749 56469860 Island of Nevis P.O. Box 556 Charlestown	Advances	Contingent	\$0.8 million
45. Television Espanola Prado del Rey Avda. Radio Televisión, 4 Madrid 28223	Carmen Lopez carmen.lopez@rtve.es 34 91 346 34 55 Prado del Rey Avda. Radio Televisión, 4 Madrid 28223	Advances	Contingent	\$0.8 million
46. Big Jools, LLC Provident Financial Management 2850 Ocean Park Blvd, Suite 300 Santa Monica CA 90405	Paul W. Glass paul.w.glass@aexp.com (310) 229-5059 Provident Financial Management 2850 Ocean Park Blvd, Suite 300 Santa Monica CA 90405	Contract		\$0.8 million

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47. Broadmedia Studios Corp. 1-14-7 Tsukishima Chuo-ku Tokyo 104-0052	Akiko Yoshikawa, Assistant Gen Mngr Distribution a-yoshikawa@bmsd.com +81 3 5547 1531 1-14-7 Tsukishima Chuo-ku Tokyo 104-0052	Advances	Contingent	\$0.7 million
48. Televisa S.A. de C.V. Av. Chapultepec No. 18 Piso 5 - Colonia Doctores México D.F. C.P. 06724	Mr. Oscar Dominguez Limon odomingu@televisa.com.mx +52 55 5261 2494 Av. Chapultepec No. 18 Piso 5 - Colonia Doctores México D.F. C.P. 06724	Advances	Contingent	\$0.7 million
49. Depatie Freleng Enterprises 3425 East Stiles Avenue Camarillo CA 9301	Rhonda Short short3729@aol.com (805) 389-1411 3425 East Stiles Avenue Camarillo CA 93010	Contract		\$0.7 million
50. Mirisch Films, Inc. Bldg. 1320, Ste. 2-C 100 Universal City Plaza Universal City, CA 91608	Walter Mirisch Mirfilm@aol.com (818) 866-1422 Bldg. 1320, Ste. 2-C 100 Universal City Plaza Universal City, CA 91608	Contract		\$0.7 million

DECLARATION UNDER PENALTY OF PERJURY

I, Stephen F. Cooper, a member of the Office of the Chief Executive Officer of MGM Holdings Inc., a Delaware corporation, declare under penalty of perjury that I have reviewed the foregoing consolidated list and that it is true and correct to the best of my knowledge, information and belief.

Dated: November 2, 2010

By: /s/ Stephen F. Cooper
Name: Stephen F. Cooper
Title: Member of the Office of the
Chief Executive Officer

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
:
In re: : Chapter 11
:
MGM HOLDINGS INC., : Case No. 10-
:
:
Debtor. : (Motion for Joint Administration Pending)¹
:
----- x

CORPORATE OWNERSHIP STATEMENT FOR DEBTORS

A corporate ownership statement of MGM Holdings Inc. ("Holdings") and certain of its affiliates, the debtors and debtors in possession in these chapter 11 cases (collectively, including Holdings, the "Debtors"), is filed by attachment hereto in accordance with Rules 1007(a) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the Southern District of New York.

None of the Debtors listed in Exhibit A, attached hereto, own more than ten percent (10%) of the equity interest in any entity whose securities are publicly traded.

¹ The Debtors have filed a motion requesting that the Debtors' respective chapter 11 cases be jointly administered for procedural purposes only under the bankruptcy case of Metro-Goldwyn-Mayer Studios Inc., et al.

DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT

I, Stephen F. Cooper, a member of the Office of the Chief Executive Officer of MGM Holdings Inc., a Delaware corporation, declare under penalty of perjury that I have read (i) the corporate ownership statement attached hereto as Exhibit A and (ii) the list of joint ventures in which a Debtor owns an interest attached hereto as Exhibit B, and that each is true and correct to the best of my knowledge, information and belief.

Dated: November 2, 2010

By: /s/ Stephen F. Cooper

Name: Stephen F. Cooper

Title: Member of the Office of the
Chief Executive Officer

EXHIBIT A

**OWNERSHIP STATEMENT FOR DEBTORS
IN THESE CHAPTER 11 CASES**

Debtor Name	Corporate Owners	Ownership Interest
1. MGM Holdings Inc.	Comcast Corporation	21%
	DLJ Merchant Banking Partners	8%
	Providence Equity Partners	34%
	Sony Corporation of America	14%
	Texas Pacific Group	23%
2. Aidart Distributors Corp.	Metro-Goldwyn-Mayer Studios Inc.	100%
3. Aidart Pictures, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
4. Albino Alligator Productions, Inc.	Orion Pictures Corporation	100%
5. Alpha Library Company, Inc.	PFE Library Acquisition Company, Inc.	100%
6. Altar Productions, Inc.	Epic Pictures Enterprises, Inc.	100%
7. American International Pictures, Inc.	Orion Pictures Corporation	100%
8. Ameriglad Holdings LLC	Metro-Goldwyn-Mayer Studios Inc.	100%
9. Backlot Productions Inc.	Orion Pictures Corporation	100%
10. Band Films, Inc.	Epic Pictures Enterprises, Inc.	100%
11. Beginning To Roar Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
12. Beta Library Company, Inc.	PFE Library Acquisition Company, Inc.	100%
13. Beverly Hills Ninja Productions, Inc.	Metro Pictures Corporation of America	100%
14. Brighton Productions, Inc.	F.P. Productions	100%
15. Candantino Music, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
16. Canzone Music, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
17. Carcassonne Productions Inc.	Orion Pictures Corporation	100%
18. Charles Band Films, Inc.	Epic Pictures Enterprises, Inc.	100%
19. Cosmic Title Corp.	MGM Interactive Inc.	100%
20. Days Picture Corporation	Metro-Goldwyn-Mayer Studios Inc.	100%
21. Dayton Film Productions, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
22. Delta Library Company, Inc.	Delta Library Holdings, Inc.	100%
23. Delta Library Holdings, Inc.	PFE Library Acquisition Company, Inc.	100%
24. Domestic Library Acquisition, LLC	Orion Pictures Library Acquisition Co., Inc.	100%
25. Donna Music Publications	Orion Pictures Distribution Corporation	100%
26. El Paso Films LLC	Metro-Goldwyn-Mayer Pictures Inc.	100%
27. Empire Entertainment, Inc.	Epic Pictures Enterprises, Inc.	100%
28. Epic Pictures Enterprises, Inc.	PFE Library Acquisition Company, Inc.	100%
29. Epsilon Library Company, Inc.	PFE Library Acquisition Company, Inc.	100%
30. F.P. Productions	Orion Pictures Distribution Corporation	100%
31. Famous Artists Agency, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
32. Famous Artists Productions, Inc.	Famous Artists Agency, Inc.	100%
33. First Walnut Inc.	Orion Pictures Corporation	100%
34. Flipper Productions, Inc.	Heritage Entertainment, Inc.	100%

Debtor Name	Corporate Owners	Ownership Interest
35. Foreign Library Acquisition LLC	Orion Pictures Library Acquisition Co., Inc.	100%
36. G-2 Entertainment Company	Orion Pictures Corporation	100%
37. G26 Company	United Artists Films Inc.	100%
38. Gamma Library Company, Inc.	PFE Library Acquisition Company, Inc.	100%
39. Ghoulies Productions, Inc.	Epic Pictures Enterprises, Inc.	100%
40. Grand Talk Inc.	MGM Television Entertainment Inc.	100%
41. Heritage Entertainment, Inc.	Orion Film Classics Company	100%
42. Ivan Tors Music, Inc.	Flipper Productions, Inc.	100%
43. JH Productions Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
44. Lambda Library Company, Inc.	PFE Library Acquisition Company, Inc.	100%
45. Lexyn Productions, Inc.	Epic Pictures Enterprises, Inc.	100%
46. Lion Independent Television Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
47. Lopert Pictures Corporation	Metro-Goldwyn-Mayer Studios Inc.	100%
48. Maple Street Entertainment Inc.	Orion Pictures Corporation	100%
49. Massachusetts Productions LLC	Metro-Goldwyn-Mayer Pictures Inc.	100%
50. MCEG Sterling Computer Services	Orion Pictures Corporation	100%
51. MCEG Sterling Development	MCEG Sterling Productions	100%
52. MCEG Sterling Entertainment	Virgin Vision, Inc.	100%
53. MCEG Sterling Productions	Orion Pictures Corporation	100%
54. Media Resources Credit Corporation	Orion Pictures Corporation	100%
55. Metro Pictures Corporation of America	Orion Pictures Corporation	100%
56. Metro-Goldwyn-Mayer Animation Inc.	MGM Television Entertainment Inc.	100%
57. Metro-Goldwyn-Mayer Distribution Co.	Metro-Goldwyn-Mayer Studios Inc.	100%
58. Metro-Goldwyn-Mayer Home Entertainment LLC	Metro-Goldwyn-Mayer Studios Inc.	100%
59. Metro-Goldwyn-Mayer Inc.	MGM Holdings II Inc.	100%
60. Metro-Goldwyn-Mayer India, Ltd.	Metro-Goldwyn-Mayer Studios Inc.	100%
61. Metro-Goldwyn-Mayer Interactive Productions Inc.	MGM Interactive Inc.	100%
62. Metro-Goldwyn-Mayer Lion Corp.	Metro-Goldwyn-Mayer Studios Inc.	100%
63. Metro-Goldwyn-Mayer Motion Picture Co.	Metro-Goldwyn-Mayer Studios Inc.	100%
64. Metro-Goldwyn-Mayer Music Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
65. Metro-Goldwyn-Mayer of China, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
66. Metro-Goldwyn-Mayer Online Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
67. Metro-Goldwyn-Mayer Overseas Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
68. Metro-Goldwyn-Mayer Pictures Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
69. Metro-Goldwyn-Mayer Studios Inc.	Metro-Goldwyn-Mayer Inc	100%
70. MGM and UA Services Company	Metro-Goldwyn-Mayer Studios Inc.	100%
71. MGM Development Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
72. MGM Digital Development Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
73. MGM Direct Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
74. MGM Domestic Digital Media Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%

Debtor Name	Corporate Owners	Ownership Interest
75. MGM Domestic Networks LLC	Metro-Goldwyn-Mayer Studios Inc.	100%
76. MGM Domestic Television Distribution LLC	Metro-Goldwyn-Mayer Studios Inc.	100%
77. MGM Domestic TV Networks LLC	Metro-Goldwyn-Mayer Studios Inc.	100%
78. MGM Franchise Film Co. LLC	Metro-Goldwyn-Mayer Studios Inc.	100%
79. MGM Global Holdings Inc.	MGM Television Entertainment Inc.	100%
80. MGM HD Productions LLC	MGM Domestic Networks LLC	100%
81. MGM Holdings II Inc.	MGM Holdings Inc.	100%
82. MGM Home Entertainment Distribution Corp.	Metro-Goldwyn-Mayer Studios Inc.	100%
83. MGM Interactive Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
84. MGM International Digital Media Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
85. MGM International Television Distribution Inc.	MGM North America Holdings Inc.	100%
86. MGM LAPTV LLC	Metro-Goldwyn-Mayer Studios Inc.	100%
87. MGM Lion Prints LLC	Metro-Goldwyn-Mayer Studios Inc.	100%
88. MGM ME Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
89. MGM Middle East Co.	Metro-Goldwyn-Mayer Studios Inc.	100%
90. MGM Networks Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
91. MGM Networks U.S. Inc.	MGM Networks Inc.	100%
92. MGM NMOC LLC	Metro-Goldwyn-Mayer Studios Inc.	100%
93. MGM North America Holdings Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
94. MGM On Demand Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
95. MGM Super Productions Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
96. MGM Television Australia Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
97. MGM Television Entertainment Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
98. MGM/UA, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
99. Midnight Blue Productions, Inc.	Metro Pictures Corporation of America	100%
100. Musicways, Inc.	Orion Pictures Corporation	100%
101. NSNA Co.	Orion Pictures Corporation	100%
102. Omega Library Company, Inc.	PFE Library Acquisition Company, Inc.	100%
103. OPC Music Publishing, Inc.	Orion Pictures Distribution Corporation	100%
104. Orion Film Classics Company	Orion Pictures Corporation	100%
105. Orion Home Entertainment Corporation	Orion Pictures Corporation	100%
106. Orion Music Publishing, Inc.	Orion Pictures Corporation	100%
107. Orion Pictures Corporation	MGM Inc.	100%
108. Orion Pictures Distribution Corporation	Orion Pictures Corporation	100%
109. Orion Pictures Library Acquisition Co., Inc.	Orion Pictures Corporation	100%
110. Orion Productions Company	Maple Street Entertainment Inc.	95.5%
	Orion Pictures Corporation	.5%
111. Orion TV Productions, Inc.	Orion Pictures Corporation	100%
112. P & F Acquisition Corp.	Metro-Goldwyn-Mayer Studios Inc.	100%
113. Panther & Pals LLC	Orion Pictures Corporation	100%
114. Partnership Picture Corp.	Metro-Goldwyn-Mayer Studios Inc.	100%

Debtor Name	Corporate Owners	Ownership Interest
115. Pathe Entertainment Moviesongs, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
116. Pathe Entertainment Music, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
117. Pathe Films Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
118. Pathe Releasing Corp.	Metro-Goldwyn-Mayer Studios Inc.	100%
119. Pathe TS, Inc.	Pathe Releasing Corp.	100%
120. PFE Library Acquisition Company, Inc.	Orion Pictures Library Acquisition Co., Inc.	100%
121. Purple Photoplays, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
122. Red Corner Production Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
123. Sarafilms Productions Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
124. She Spies Inc.	MGM Television Entertainment Inc.	100%
125. Sigma Library Company, Inc.	PFE Library Acquisition Company, Inc.	100%
126. Singles Productions, Inc.	Metro Pictures Corporation of America	100%
127. Tangled Web Productions Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
128. Taryn Productions, Inc.	Epic Pictures Enterprises, Inc.	100%
129. The Azimuth Company, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
130. The Mirisch Corporation of Delaware	Metro-Goldwyn-Mayer Studios Inc.	100%
131. The War At Home Productions, Inc.	Metro Pictures Corporation of America	100%
132. THIS Network LLC	MGM Domestic Television Distribution LLC	100%
133. Three P Holdings LLC	Orion Pictures Corporation	100%
134. Three Pictures Corporation	Metro-Goldwyn-Mayer Studios Inc.	100%
135. Time Production Inc.	Metro-Goldwyn-Mayer Pictures Inc.	100%
136. Turbo Productions Inc.	G-2 Entertainment Company	100%
137. Twenty-One Leasing Corporation	Metro-Goldwyn-Mayer Studios Inc.	100%
138. U.A. of Brazil, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
139. U/A Music, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
140. United Artists China, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
141. United Artists Corporation	Metro-Goldwyn-Mayer Studios Inc.	100%
142. United Artists Corporation of Egypt	Metro-Goldwyn-Mayer Studios Inc.	100%
143. United Artists Corporation of Puerto Rico	Metro-Goldwyn-Mayer Studios Inc.	100%
144. United Artists Europa, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
145. United Artists Films (Mr. Accident) Inc.	United Artists Films Inc.	100%
146. United Artists Films Company	Orion Pictures Corp.	100%
147. United Artists Films Inc.	Orion Pictures Corp.	100%
148. United Artists Music (Belgium), Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
149. United Artists Music Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
150. United Artists Overseas, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
151. United Artists Pictures Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
152. United Artists Productions Inc.	United Artists Pictures Inc.	100%
153. United Artists Records Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
154. United Artists Television Corp.	United Artists Pictures Inc.	100%
155. United Lion Music, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%

Debtor Name	Corporate Owners	Ownership Interest
156. Ventura/Gloria Films Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
157. Virgin Vision, Inc.	Orion Pictures Corporation	100%
158. Wargames II Productions Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
159. Webspinner Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
160. Wizard Video, Inc.	Epic Pictures Enterprises, Inc.	100%
161. Zeta Library Company, Inc.	PFE Library Acquisition Company Inc.	100%

EXHIBIT B

JOINT VENTURES IN WHICH A DEBTOR OWNS AN INTEREST

Debtor Name	Joint Venture
1. Metro-Goldwyn-Mayer Studios Inc.	Ameriglad Holdings LLC
	Canon HMH Associations
	Casino Royale (MGM) LLC
	MGM.SLM Taft Partnership
	MGM/UA Entertainment Releasing Co.
	MGM/UA CST Joint Venture
	Pink Panther 2 (MGM) LLC
	RML-MGM Newco LLC
	Studio 3 Partners LLC
	Twenty-One Leasing Company LLC
	United Artists Distributing Co.
	United Artists Entertainment LLC
	Ventanazul LLC
	Zookeeper Productions, LLC
2. Band Films, Inc.	Empire Studios, Srl.
3. Epic Pictures Enterprises, Inc.	Esparza/Katz Productions, Inc.
4. MCEG Sterling Entertainment	Hollytubs Company, Ltd.
5. MGM LAPTV LLC	LAPTV, LLC
	LAPTV Atlanta Partners
	Latin American Pay Television Service V.O.F.
6. MGM Networks Inc.	MGM Channel Poland Limited
	MGM Networks Latin America LLC
	MGM Taewon Co. (f/k/a MGM Spectrum Co.)
7. MGM Television Australia Inc.	The Movie Network Channels Pty Ltd.
8. Orion Productions Company	Met Toy Company
9. Orion TV Productions, Inc.	Joe Dancer Company
	Orion-Carnan Joint Venture
	The Mr. Ed Company
	The Phagen Venture
	The This Girl Joint Venture
	Victims for Victims Joint Venture
10. Pathe Releasing Corp.	'86 Cannon Quartet Releasing
11. United Artists Corporation	Quantum of Solace (MGM) LLC

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
:
In re: : Chapter 11
:
MGM HOLDINGS INC., : Case No. 10-
:
:
Debtor. : (Motion for Joint Administration Pending)¹
:
----- X

LIST OF EQUITY SECURITY HOLDERS

A list of the equity security holders (the "Equity List") of MGM Holdings Inc. ("Holdings") and certain of its affiliates, the debtors and debtors in possession in these chapter 11 cases (collectively, including Holdings, the "Debtors"), is filed by attachment hereto in accordance with Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure.

Holdings, a debtor and debtor in possession, is the direct or indirect parent of each of the other Debtors. The holders of equity for each of the Debtors (other than the holders of equity in Holdings) are debtors and debtors in possession herein. The address for each of the Debtors is 10250 Constellation Blvd., Los Angeles, CA 90067.

The Equity List has been prepared from the Debtors' books and records.

¹ The Debtors have filed a motion requesting that the Debtors' respective chapter 11 cases be jointly administered for procedural purposes only under the bankruptcy case of Metro-Goldwyn-Mayer Studios Inc. et al.

DECLARATION CONCERNING LIST OF EQUITY SECURITY HOLDERS

I, Stephen F. Cooper, a member of the Office of the Chief Executive Officer of MGM Holdings Inc., a Delaware corporation, declare under penalty of perjury that I have reviewed the Equity List and that it is true and correct to the best of my knowledge, information and belief.

Dated: November 2, 2010

By: /s/ Stephen F. Cooper
Name: Stephen F. Cooper
Title: Member of the Office of the
Chief Executive Officer

Name of Debtor	Equity Holder ²	Percentage of Ownership
1. MGM Holdings Inc.	Institutional Ownership	
	Comcast Studio Investments, Inc. c/o Comcast Corporation One Comcast Center Philadelphia, PA 19103-2838	21%
	DLJ MGM Acquisition, LLC One Madison Avenue 11 th Floor New York, NY 10010	8%
	Providence MGM Acquisition, LLC Providence MGM Acquisition II, LLC Providence MGM Acquisition III, LLC Providence MGM Acquisition IV, LLC 390 Park Avenue 4th Floor New York, NY 10022	34%
	Sony Corporation of America 550 Madison Avenue New York, NY 10022	14%
	TPG Partners IV, L.P. TPG MGM Acquisition, LLC 888 7th Avenue 38th Floor New York, NY 10019	23%
	Management Ownership³	
	Ament, Gerald	less than .01%
	Buckland, Terry	less than .01%
	Campbell, Tim	less than .01%
	Cohen, Charlie	less than .01%
	Hendry, Steve	less than .01%
	Lerner, Jill	less than .01%
	Miller, Diane	less than .01%
	Packer, James	less than .01%
	Packman, Scott	less than .01%
	Patrick, Joe	less than .01%
	Perez, Cindy Wilford	less than .01%
	Pietrzyk, Jeff	less than .01%
	Reynolds, Pam	less than .01%
	Rutherford, Travis	less than .01%

² The types of equity interests held differ among the Debtors, but include, among others, common stock, preferred stock and memberships interests.

³ Collectively, Debtors' management holds approximately .2% of the equity interests in Holdings. The total percentage of equity interests in Holdings listed here amounts to slightly more than 100% due to rounding.

	Sands, Rick	less than .01%
	Sloan, Harry	less than .2%
	Szabo, Lawrence	less than .01%
	Thomas, Blake	less than .01%
	Tuchman, Bruce	less than .01%
	Van Sickle, Barbara	less than .01%
2. Aidart Distributors Corp.	Metro-Goldwyn-Mayer Studios Inc.	100%
3. Aidart Pictures, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
4. Albino Alligator Productions, Inc.	Orion Pictures Corporation	100%
5. Alpha Library Company, Inc.	PFE Library Acquisition Company, Inc.	100%
6. Altar Productions, Inc.	Epic Pictures Enterprises, Inc.	100%
7. American International Pictures, Inc.	Orion Pictures Corporation	100%
8. Ameriglad Holdings LLC	Metro-Goldwyn-Mayer Studios Inc.	100%
9. Backlot Productions Inc.	Orion Pictures Corporation	100%
10. Band Films, Inc.	Epic Pictures Enterprises, Inc.	100%
11. Beginning To Roar Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
12. Beta Library Company, Inc.	PFE Library Acquisition Company, Inc.	100%
13. Beverly Hills Ninja Productions, Inc.	Metro Pictures Corporation of America	100%
14. Brighton Productions, Inc.	F.P. Productions	100%
15. Candantino Music, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
16. Canzone Music, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
17. Carcassonne Productions Inc.	Orion Pictures Corporation	100%
18. Charles Band Films, Inc.	Epic Pictures Enterprises, Inc.	100%
19. Cosmic Title Corp.	MGM Interactive Inc.	100%
20. Days Picture Corporation	Metro-Goldwyn-Mayer Studios Inc.	100%
21. Dayton Film Productions, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
22. Delta Library Company, Inc.	Delta Library Holdings, Inc.	100%
23. Delta Library Holdings, Inc.	PFE Library Acquisition Company, Inc.	100%
24. Domestic Library Acquisition, LLC	Orion Pictures Library Acquisition Co., Inc.	100%
25. Donna Music Publications	Orion Pictures Distribution Corporation	100%
26. El Paso Films LLC	Metro-Goldwyn-Mayer Pictures Inc.	100%
27. Empire Entertainment, Inc.	Epic Pictures Enterprises, Inc.	100%
28. Epic Pictures Enterprises, Inc.	PFE Library Acquisition Company, Inc.	100%
29. Epsilon Library Company, Inc.	PFE Library Acquisition Company, Inc.	100%
30. F.P. Productions	Orion Pictures Distribution Corporation	100%
31. Famous Artists Agency, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
32. Famous Artists Productions, Inc.	Famous Artists Agency, Inc.	100%
33. First Walnut Inc.	Orion Pictures Corporation	100%
34. Flipper Productions, Inc.	Heritage Entertainment, Inc.	100%
35. Foreign Library Acquisition LLC	Orion Pictures Library Acquisition Co., Inc.	100%
36. G-2 Entertainment Company	Orion Pictures Corporation	100%
37. G26 Company	United Artists Films Inc.	100%
38. Gamma Library Company, Inc.	PFE Library Acquisition Company, Inc.	100%
39. Ghoulies Productions, Inc.	Epic Pictures Enterprises, Inc.	100%
40. Grand Talk Inc.	MGM Television Entertainment Inc.	100%

41. Heritage Entertainment, Inc.	Orion Film Classics Company	100%
42. Ivan Tors Music, Inc.	Flipper Productions, Inc.	100%
43. JH Productions Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
44. Lambda Library Company, Inc.	PFE Library Acquisition Company, Inc.	100%
45. Lexyn Productions, Inc.	Epic Pictures Enterprises, Inc.	100%
46. Lion Independent Television Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
47. Lopert Pictures Corporation	Metro-Goldwyn-Mayer Studios Inc.	100%
48. Maple Street Entertainment Inc.	Orion Pictures Corporation	100%
49. Massachusetts Productions LLC	Metro-Goldwyn-Mayer Pictures Inc.	100%
50. MCEG Sterling Computer Services	Orion Pictures Corporation	100%
51. MCEG Sterling Development	MCEG Sterling Productions	100%
52. MCEG Sterling Entertainment	Virgin Vision, Inc.	100%
53. MCEG Sterling Productions	Orion Pictures Corporation	100%
54. Media Resources Credit Corporation	Orion Pictures Corporation	100%
55. Metro Pictures Corporation of America	Orion Pictures Corporation	100%
56. Metro-Goldwyn-Mayer Animation Inc.	MGM Television Entertainment Inc.	100%
57. Metro-Goldwyn-Mayer Distribution Co.	Metro-Goldwyn-Mayer Studios Inc.	100%
58. Metro-Goldwyn-Mayer Home Entertainment LLC	Metro-Goldwyn-Mayer Studios Inc.	100%
59. Metro-Goldwyn-Mayer Inc.	MGM Holdings II Inc.	100%
60. Metro-Goldwyn-Mayer India, Ltd.	Metro-Goldwyn-Mayer Studios Inc.	100%
61. Metro-Goldwyn-Mayer Interactive Productions Inc.	MGM Interactive Inc.	100%
62. Metro-Goldwyn-Mayer Lion Corp.	Metro-Goldwyn-Mayer Studios Inc.	100%
63. Metro-Goldwyn-Mayer Motion Picture Co.	Metro-Goldwyn-Mayer Studios Inc.	100%
64. Metro-Goldwyn-Mayer Music Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
65. Metro-Goldwyn-Mayer of China, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
66. Metro-Goldwyn-Mayer Online Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
67. Metro-Goldwyn-Mayer Overseas Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
68. Metro-Goldwyn-Mayer Pictures Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
69. Metro-Goldwyn-Mayer Studios Inc.	Metro-Goldwyn-Mayer Inc.	100%
70. MGM and UA Services Company	Metro-Goldwyn-Mayer Studios Inc.	100%
71. MGM Development Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
72. MGM Digital Development Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
73. MGM Direct Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
74. MGM Domestic Digital Media Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
75. MGM Domestic Networks LLC	Metro-Goldwyn-Mayer Studios Inc.	100%
76. MGM Domestic Television Distribution LLC	Metro-Goldwyn-Mayer Studios Inc.	100%
77. MGM Domestic TV Networks LLC	Metro-Goldwyn-Mayer Studios Inc.	100%
78. MGM Franchise Film Co. LLC	Metro-Goldwyn-Mayer Studios Inc.	100%
79. MGM Global Holdings Inc.	MGM Television Entertainment Inc.	100%
80. MGM HD Productions LLC	MGM Domestic Networks LLC	100%

81. MGM Holdings II Inc.	MGM Holdings Inc.	100%
82. MGM Home Entertainment Distribution Corp.	Metro-Goldwyn-Mayer Studios Inc.	100%
83. MGM Interactive Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
84. MGM International Digital Media Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
85. MGM International Television Distribution Inc.	MGM North America Holdings Inc.	100%
86. MGM LAPTVC LLC	Metro-Goldwyn-Mayer Studios Inc.	100%
87. MGM Lion Prints LLC	Metro-Goldwyn-Mayer Studios Inc.	100%
88. MGM ME Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
89. MGM Middle East Co.	Metro-Goldwyn-Mayer Studios Inc.	100%
90. MGM Networks Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
91. MGM Networks U.S. Inc.	MGM Networks Inc.	100%
92. MGM NMOC LLC	Metro-Goldwyn-Mayer Studios Inc.	100%
93. MGM North America Holdings Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
94. MGM On Demand Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
95. MGM Super Productions Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
96. MGM Television Australia Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
97. MGM Television Entertainment Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
98. MGM/UA, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
99. Midnight Blue Productions, Inc.	Metro Pictures Corporation of America	100%
100. Musicways, Inc.	Orion Pictures Corporation	100%
101. NSNA Co.	Orion Pictures Corporation	100%
102. Omega Library Company, Inc.	PFE Library Acquisition Company, Inc.	100%
103. OPC Music Publishing, Inc.	Orion Pictures Distribution Corporation	100%
104. Orion Film Classics Company	Orion Pictures Corporation	100%
105. Orion Home Entertainment Corporation	Orion Pictures Corporation	100%
106. Orion Music Publishing, Inc.	Orion Pictures Corporation	100%
107. Orion Pictures Corporation	MGM Inc.	100%
108. Orion Pictures Distribution Corporation	Orion Pictures Corporation	100%
109. Orion Pictures Library Acquisition Co., Inc.	Orion Pictures Corporation	100%
110. Orion Productions Company	Maple Street Entertainment Inc.	95.5%
	Orion Pictures Corporation	.5%
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112. P & F Acquisition Corp.	Metro-Goldwyn-Mayer Studios Inc.	100%
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116. Pathe Entertainment Music, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
117. Pathe Films Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
118. Pathe Releasing Corp.	Metro-Goldwyn-Mayer Studios Inc.	100%
119. Pathe TS, Inc.	Pathe Releasing Corp.	100%

120. PFE Library Acquisition Company, Inc.	Orion Pictures Library Acquisition Co., Inc.	100%
121. Purple Photoplays, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
122. Red Corner Production Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
123. Sarafilms Productions Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
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139. U/A Music, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
140. United Artists China, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
141. United Artists Corporation	Metro-Goldwyn-Mayer Studios Inc.	100%
142. United Artists Corporation of Egypt	Metro-Goldwyn-Mayer Studios Inc.	100%
143. United Artists Corporation of Puerto Rico	Metro-Goldwyn-Mayer Studios Inc.	100%
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149. United Artists Music Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
150. United Artists Overseas, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
151. United Artists Pictures Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
152. United Artists Productions Inc.	United Artists Pictures Inc.	100%
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154. United Artists Television Corp.	United Artists Pictures Inc.	100%
155. United Lion Music, Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
156. Ventura/Gloria Films Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
157. Virgin Vision, Inc.	Orion Pictures Corporation	100%
158. Wargames II Productions Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
159. Webspinner Inc.	Metro-Goldwyn-Mayer Studios Inc.	100%
160. Wizard Video, Inc.	Epic Pictures Enterprises, Inc.	100%

161. Zeta Library Company, Inc.	PFE Library Acquisition Company Inc.	100%
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